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Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 31 July 2018 (the “Prospectus”) issued by K Group Holdings Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the applicable securities laws and regulations of the United States, and may not be offered or sold in the United States except in accordance with the applicable securities laws and regulations of the United States. There will be no public offer of the Offer Shares in the United States.

Potential investors of the Offer Shares should note that the Joint Bookrunners, at their sole and absolute discretion, may, for themselves and on behalf of the other Public Offer Underwriters, upon giving notice in writing to the Company, terminate the Public Offer Underwriting Agreement with immediate effect if any of the events set forth in the section “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” in the Prospectus occurs at or prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

K Group

K GROUP HOLDINGS LIMITED

千盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 100,000,000 Shares
Number of Public Offer Shares	: 10,000,000 Shares (subject to re-allocation)
Number of Placing Shares	: 90,000,000 Shares (subject to re-allocation)
Offer Price	: Not more than HK\$0.8 per Offer Share and expected to be not less than HK\$0.5 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8475

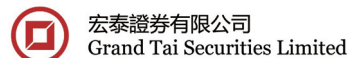
Sole Sponsor



Joint Bookrunners



Joint Lead Managers



Co-managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Share Offer (including any additional Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

The Share Offer comprises the Public Offer of 10,000,000 Public Offer Shares (subject to re-allocation), representing 10% of the Offer Shares, and the Placing of 90,000,000 Placing Shares (subject to re-allocation), representing 90% of the Offer Shares. The allocation of the Offer Shares between the Public Offer and the Placing is subject to re-allocation as stated in the sub-section headed “Structure and conditions of the Share Offer – Re-allocation between the Placing and the Public Offer” in the Prospectus. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, in the event that the Placing Shares are undersubscribed under the Placing and the Public Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, then the number of Shares to be re-allocated to the Public Offer from the Placing will increase so that the total number of Shares available for subscription under the Public Offer will increase up to 20,000,000 Shares, representing 20% of the total number of the Offer Shares available under the Share Offer to cover the excess demand. In this event, the Offer Price shall be fixed at HK\$0.5 per Offer Share (being the bottom end of the indicative Offer Price range stated in the Prospectus). Further details of the re-allocation are stated in the section headed “Structure and conditions of the Share Offer – Re-allocation between the Placing and the Public Offer” in the Prospectus.

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, i.e. Monday, 13 August 2018 or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or about Friday, 3 August 2018 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to agree on the Offer Price on or before Friday, 10 August 2018 (Hong Kong time), or such later date as may be agreed between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters), the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.kgroup.com.hk.

The Offer Price will not be more than HK\$0.8 per Offer Share and expected to be not less than HK\$0.5 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum Offer Price of HK\$0.8 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy under the terms set out in the Application Forms subject to refund if the Offer Price as finally determined is less than HK\$0.8 per Offer Share. Share certificates for the Offer Shares will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 13 August 2018.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in “Structure and Conditions of the Share Offer – Conditions of the Share Offer” in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements prior to the time(s) and date(s) specified therein, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.kgroup.com.hk on the next business day following such lapse. In such event, all application monies will be refunded to applicants, without interest.

Potential investors of the Offer Shares should note that the Joint Bookrunners, at their sole and absolute discretion, may, for themselves and on behalf of the other Public Offer Underwriters, upon giving notice in writing to the Company, terminate the Public Offer Underwriting Agreement with immediate effect if any of the events set forth in the section “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” in the Prospectus occurs at or prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 July 2018 until 12:00 noon on Friday, 3 August 2018 from the following locations:

1. Any of the following address of the Public Offer Underwriters:

Lego Securities Limited	Room 301, 3/F, China Building, 29 Queen’s Road Central, Central, Hong Kong
Quasar Securities Co., Limited	Unit A, 12/F, Harbour Commercial Building, 122-124 Connaught Road Central, Hong Kong
Everstone Securities Limited	Suite 3712, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong
Grand Tai Securities Limited	Unit A1 13/F United Centre, 95 Queensway, Queensway, Hong Kong
Run Investment Services Limited	Room 08, 24/F, Dominion Centre, No. 43-59, Queen’s Road East, Wan Chai, Hong Kong
Wellington Financial Limited	Unit B 10/F, 128 Wellington Street, Central, Hong Kong
Fruit Tree Securities Limited	Room 1906, 19/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong
Long Asia Securities Limited	Unit A, 23/F, The Wellington, 198 Wellington Street, Sheung Wan, Hong Kong

2. Any of the following branches of DBS Bank (Hong Kong) Limited:

District	Branch Name	Address
Hong Kong Island	Queen's Road East – DBS Treasures Centre	Shop A, G/F, Jonsim Place, 228 Queen's Road East, Wanchai, Hong Kong
Kowloon	Mei Foo Branch	Shops N26A & N26B, Stage V, Mei Foo Sun Chuen, 10&12 Nassau Street, Kowloon
	Yaumatei Branch	G/F & 1/F, 131-137 Woosung Street, Yaumatei
New Territories	Ma On Shan Branch	Shops 205-206, Level 2, Ma On Shan Plaza, Ma On Shan, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 July 2018 until 12:00 noon on Friday, 3 August 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers, who may have the **YELLOW** Application Forms and the Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "Ting Hong Nominees Limited – K Group Public Offer" for the payment should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as follows:

Tuesday, 31 July 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 1 August 2018 – 9:00 a.m. to 5:00 p.m.
Thursday, 2 August 2018 – 9:00 a.m. to 5:00 p.m.
Friday, 3 August 2018 – 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 3 August 2018, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares – 8. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 31 July 2018 until 12:00 noon on Friday, 3 August 2018 or such later time as described in the section "How to Apply for Public Offer Shares – 8. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indications of interests in the Placing, the results of applications in the Public Offer and the basis of allocation of the Public Offer on Friday, 10 August 2018 on the website of the Company at www.kgroup.com.hk, and on the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer, will be made available in the manner specified in the section “How to Apply for Public Offer Shares – 9. Publication of Results” in the Prospectus on Friday, 10 August 2018.

No receipt will be issued for application monies paid. The Company will not issue any temporary documents of title in respect of the Offer Shares. Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Monday, 13 August 2018 provided that the Share Offer has become unconditional in all respects and the right of termination as described in “Underwriting – Underwriting arrangements and expenses – Grounds for termination” in the Prospectus has not been exercised.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms prior to 8:00 a.m. in Hong Kong on Monday, 13 August 2018, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 13 August 2018. The Shares will be traded in board lots of 5,000 Shares each under the stock code 8475. The Company will not issue any receipts for sum paid on application or temporary documents of title.

By order of the Board
K Group Holdings Limited
Lai Weijie Terence
Chairman and Executive Director

Hong Kong, 31 July 2018

As at the date of this announcement, the executive Directors are Mr. Lai Weijie Terence, Mr. Ho Zhi Yi Levi, Mr. Yeap Wei Han Melvyn and Mr. Tan Chien Fong, the non-executive Director is Mr. Ng Yook Tim and the independent non-executive Directors are Mr. Law Chung Lam Nelson, Mr. Chow Wai San and Mr. Choo Zheng Xi.

This announcement, for which all the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website at www.hkexnews.hk and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.kgroup.com.hk.